



QUARTERLY STATEMENT

AS OF JUNE 30, 2014
OF THE CONDITION AND AFFAIRS OF THE

Harvard Pilgrim Health Care, Inc.

NAIC Group Code	00595	00595	NAIC Company Code	96911	Employer's ID Number	04-2452600
	(Current Period)	(Prior Period)				
Organized under the Laws of	Massachusetts		State of Domicile or Port of Entry	Massachusetts		
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []	Hospital, Medical & Dental Service or Indemnity []		
	Dental Service Corporation []		Vision Service Corporation []	Health Maintenance Organization [X]		
	Other []			Is HMO Federally Qualified? Yes [X] No []		
Incorporated/Organized	02/11/1969		Commenced Business	02/11/1969		
Statutory Home Office	93 Worcester Street		Wellesley, MA, US 02481-9181			
	(Street and Number)		(City or Town, State, Country and Zip Code)			
Main Administrative Office	93 Worcester Street		Wellesley, MA, US 02481-9181		781-263-6000	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	93 Worcester Street		Wellesley, MA, US 02481-9181			
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	93 Worcester Street		Wellesley, MA, US 02481-9181		617-509-5697	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.hphc.org					
Statutory Statement Contact	Kevin O'Connor		617-509-5697			
	(Name)		(Area Code) (Telephone Number) (Extension)			
	Kevin_O'Connor@hphc.org		617-509-1778			
	(E-Mail Address)		(FAX Number)			

OFFICERS

Name	Title	Name	Title
Eric Hinman Schultz	President and Chief Executive Officer	Charles Robert Goheen	Chief Financial Officer and Treasurer
Tisa Kramer Hughes #	Clerk/Secretary and Chief Legal Officer		

OTHER OFFICERS

Mary Ann Tocio #	Chairman	Joyce Anne Murphy #	Vice Chairman
Michael Scott Sherman, M.D.	Chief Medical Officer	Deborah Ann Norton	Chief Information Officer
John Francis Lane	Chief Human Resource Officer	Tu T Nguyen	Chief Actuary

DIRECTORS OR TRUSTEES

Eric Hinman Schultz	Susan Vercillo Duprey	Shelby Michael Chodos	Joyce Anne Murphy, Vice Chairman
Edward Francis McCauley, CPA	Hedwig Veith Whitney	Scott Sears Hartz	Joseph Francis O'Donnell, M.D.
Mary Ann Tocio, Chairman	Myechia Minter-Jordan, M.D. #	Trammell Louis Gutierrez	Earl Wayne Baucom

State ofMassachusetts.....

County ofNorfolk.....

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Eric Hinman Schultz President and Chief Executive Officer	Charles Robert Goheen Chief Financial Officer and Treasurer	Tisa Kramer Hughes Clerk/Secretary and Chief Legal Officer
Subscribed and sworn to before me this _____ day of _____ August, 2014		a. Is this an original filing? Yes [X] No []
_____ Maria L. DeAndrade, 09/22/2017		b. If no: 1. State the amendment number _____ 2. Date filed _____ 3. Number of pages attached _____

STATEMENT AS OF JUNE 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	451,199,375		451,199,375	530,586,355
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	197,184,390	435,476	196,748,914	210,546,663
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	23,876,672		23,876,672	24,340,324
4.2 Properties held for the production of income (less \$ encumbrances)	3,802,567		3,802,567	3,893,604
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$50,193,741), cash equivalents (\$0) and short-term investments (\$2,932,645)	53,126,386		53,126,386	(7,416,464)
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	1,648,884		1,648,884	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	45,302,144	25,101,891	20,200,253	1,910,688
12. Subtotals, cash and invested assets (Lines 1 to 11)	776,140,418	25,537,367	750,603,051	763,861,170
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	2,885,102		2,885,102	3,174,657
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	14,795,052	982,107	13,812,945	14,312,441
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	3,498,917		3,498,917	1,327,890
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	28,798,623	282,512	28,516,111	30,430,754
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	112,698,385	104,235,050	8,463,335	11,349,409
21. Furniture and equipment, including health care delivery assets (\$)	5,835,236	5,835,236	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	7,286,732		7,286,732	2,756,790
24. Health care (\$8,051,850) and other amounts receivable	25,728,956	6,474,698	19,254,258	23,604,678
25. Aggregate write-ins for other-than-invested assets	12,943,790	10,009,617	2,934,173	2,710,167
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	990,611,211	153,356,587	837,254,624	853,527,956
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	990,611,211	153,356,587	837,254,624	853,527,956
DETAILS OF WRITE-INS				
1101. Investment in HPHC Institute	25,101,891	25,101,891	0	0
1102. Deposits	11,710,705		11,710,705	1,910,688
1103. Investment in HPHC CT	8,489,548		8,489,548	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	45,302,144	25,101,891	20,200,253	1,910,688
2501. Prepaid Expenses and Other Assets	12,943,790	10,009,617	2,934,173	2,710,167
2502.			0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	12,943,790	10,009,617	2,934,173	2,710,167

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	118,757,691		118,757,691	108,997,822
2. Accrued medical incentive pool and bonus amounts	45,295,553		45,295,553	37,779,839
3. Unpaid claims adjustment expenses	1,553,741		1,553,741	1,463,042
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act.....			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	40,216,619		40,216,619	25,777,133
9. General expenses due or accrued	97,366,820		97,366,820	84,534,146
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	184,163		184,163	58,273
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	18,574,514		18,574,514	12,515,645
16. Derivatives.....			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	29,844,115		29,844,115	51,185,964
23. Aggregate write-ins for other liabilities (including \$ current)	34,544,080	0	34,544,080	34,604,541
24. Total liabilities (Lines 1 to 23).....	386,337,296	0	386,337,296	356,916,405
25. Aggregate write-ins for special surplus funds	XXX	XXX	8,386,716	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX		0
29. Surplus notes	XXX	XXX	29,009,368	38,766,816
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	413,521,244	457,844,735
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	450,917,328	496,611,551
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	837,254,624	853,527,956
DETAILS OF WRITE-INS				
2301. Professional Liability Reserve-Medical Malpractice.....	453,000		453,000	453,000
2302. Deferred Rent.....	1,186,783		1,186,783	1,739,909
2303. Security Deposits.....	142,354		142,354	142,354
2398. Summary of remaining write-ins for Line 23 from overflow page	32,761,943	0	32,761,943	32,269,278
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	34,544,080	0	34,544,080	34,604,541
2501. ACA Industry Fee - Data Year (SSAP 35R requirement).....	XXX	XXX	8,386,716	0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	8,386,716	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	1,865,443	2,028,521	4,020,702
2. Net premium income (including \$ non-health premium income).....	XXX	835,894,987	900,993,259	1,784,760,345
3. Change in unearned premium reserves and reserve for rate credits	XXX	0	1,196,352	1,196,352
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	835,894,987	902,189,611	1,785,956,697
Hospital and Medical:				
9. Hospital/medical benefits		562,448,642	624,756,525	1,219,995,028
10. Other professional services		22,696,226	24,566,984	47,786,747
11. Outside referrals		12,433,474	13,916,840	32,563,633
12. Emergency room and out-of-area		12,612,538	7,147,285	26,685,590
13. Prescription drugs		106,806,232	101,422,952	204,108,494
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		22,233,394	21,993,755	32,923,375
16. Subtotal (Lines 9 to 15)	0	739,230,506	793,804,341	1,564,062,867
Less:				
17. Net reinsurance recoveries		2,800,697	139,386	1,838,301
18. Total hospital and medical (Lines 16 minus 17)	0	736,429,809	793,664,955	1,562,224,566
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 5,636,114 cost containment expenses.....		25,178,426	26,575,906	49,243,498
21. General administrative expenses.....		101,165,265	88,501,800	175,092,431
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....		0	0	0
23. Total underwriting deductions (Lines 18 through 22)	0	862,773,500	908,742,661	1,786,560,495
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(26,878,513)	(6,553,050)	(603,798)
25. Net investment income earned		7,008,865	6,774,816	14,283,290
26. Net realized capital gains (losses) less capital gains tax of \$		14,523,137	196,395	340,096
27. Net investment gains (losses) (Lines 25 plus 26)	0	21,532,002	6,971,211	14,623,386
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	(3,250,942)	(3,036,651)	(2,515,395)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(8,597,453)	(2,618,490)	11,504,193
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	(8,597,453)	(2,618,490)	11,504,193
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Miscellaneous & Other Expenses.....		(3,250,942)	(3,036,651)	(2,515,395)
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	(3,250,942)	(3,036,651)	(2,515,395)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	496,611,551	481,136,887	481,136,887
34. Net income or (loss) from Line 32	(8,597,453)	(2,618,490)	11,504,193
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	(19,691,815)	11,683,735	25,542,893
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	(7,647,507)	(5,554,631)	(5,951,755)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	(9,757,448)	(9,757,448)	(9,714,897)
43. Cumulative effect of changes in accounting principles		(8,105,393)	(5,905,770)
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	(45,694,223)	(14,352,227)	15,474,664
49. Capital and surplus end of reporting period (Line 33 plus 48)	450,917,328	466,784,660	496,611,551
DETAILS OF WRITE-INS			
4701.		0	0
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	852,132,722	892,831,507	1,767,186,860
2. Net investment income	8,519,195	8,386,552	17,712,485
3. Miscellaneous income	3,720,669	(988,866)	(7,004,892)
4. Total (Lines 1 to 3)	864,372,586	900,229,193	1,777,894,453
5. Benefit and loss related payments	719,380,482	790,805,143	1,595,300,857
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	116,050,988	108,589,355	184,624,844
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9)	835,431,470	899,394,498	1,779,925,701
11. Net cash from operations (Line 4 minus Line 10)	28,941,116	834,695	(2,031,248)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	116,797,931	87,171,088	225,968,452
12.2 Stocks	45,495,129	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	4,920,481	1,352,447
12.8 Total investment proceeds (Lines 12.1 to 12.7)	162,293,060	92,091,569	227,320,899
13. Cost of investments acquired (long-term only):			
13.1 Bonds	38,585,375	110,892,224	227,115,898
13.2 Stocks	37,003,704	935,463	18,609,790
13.3 Mortgage loans	0	0	0
13.4 Real estate	54,651	31,666	31,666
13.5 Other invested assets	1,648,884	0	0
13.6 Miscellaneous applications	19,013,722	9,800,026	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	96,306,336	121,659,379	245,757,354
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	65,986,724	(29,567,810)	(18,436,455)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	(9,757,448)	(9,757,448)	(9,714,897)
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	(24,627,542)	(48,186,940)	(40,407,805)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(34,384,990)	(57,944,388)	(50,122,702)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	60,542,850	(86,677,503)	(70,590,405)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	(7,416,464)	63,173,941	63,173,941
19.2 End of period (Line 18 plus Line 19.1)	53,126,386	(23,503,562)	(7,416,464)

STATEMENT AS OF JUNE 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	328,793	13,360	315,433	.0	.0	.0	.0	.0	.0	.0
2. First Quarter	314,615	10,149	304,351	.0	.0	.0	.0	.115	.0	.0
3. Second Quarter	299,087	9,191	289,755	.0	.0	.0	.0	.141	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	1,844,094	73,273	1,770,084					737		
Total Member Ambulatory Encounters for Period:										
7. Physician	785,719	31,337	753,731					.651		
8. Non-Physician	312,906	12,098	300,785					.23		
9. Total	1,098,625	43,435	1,054,516	0	0	0	0	.674	0	0
10. Hospital Patient Days Incurred	41,272	1,855	39,391					.26		
11. Number of Inpatient Admissions	9,641	377	9,258					.6		
12. Health Premiums Written (a).....	837,513,058	32,506,042	804,366,601					.640,415		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	836,317,251	32,506,042	804,366,600					.(555,391)		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	720,087,798	32,601,479	687,196,865					.289,454		
18. Amount Incurred for Provision of Health Care Services	739,230,506	33,629,265	705,037,355					.563,886		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 640,415

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

∞

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	74,954,518	627,229,058	4,063,256	114,402,342	79,017,774	108,997,822
2. Medicare Supplement					0	0
3. Dental only					0	0
4. Vision only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare		289,454	0	292,094	0	0
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	74,954,518	627,518,512	4,063,256	114,694,436	79,017,774	108,997,822
10. Health care receivables (a)	1,653,315	6,461,535			1,653,315	10,059,621
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	10,980,068	3,756,356	25,710,593	19,584,959	36,690,661	37,779,839
13. Totals (Lines 9-10+11+12)	84,281,271	624,813,333	29,773,849	134,279,395	114,055,120	136,718,040

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of Harvard Pilgrim Health Care, Inc. ("Harvard Pilgrim") have been prepared in accordance with the National Association of Insurance Commissioners ("NAIC") Accounting Practices and Procedures Manual for statutory accounting principles ("NAIC SAP") which do not differ from the accounting practices prescribed or permitted by the Division of Insurance of the Commonwealth of Massachusetts.

Harvard Pilgrim's net income and capital and surplus based on NAIC SAP and practices prescribed and permitted by the Commonwealth of Massachusetts is shown below (amounts in thousands):

	State of Domicile	June 30, 2014	December 31, 2013
Net (Loss) Income			
(1) Company state basis (Page 4, Line 32, Columns 2&4)	MA	(\$8,597)	\$11,504
(2) State Prescribed Practices that increase (decrease) NAIC SAP:	MA		
(3) State Permitted Practices that increase (decrease) NAIC SAP:	MA		
(4) NAIC SAP (1-2-3=4)	MA	(\$8,597)	\$11,504
Surplus			
(5)Company state basis (Page 3, Line 33, Columns 3&4)	MA	\$450,917	\$496,612
(6) State Prescribed Practices that increase (decrease) NAIC SAP:	MA		
(7) State Permitted Practices that increase (decrease) NAIC SAP:	MA		
(8) NAIC SAP (5-6-7=8)	MA	\$450,917	\$496,612

B. Use of Estimates in the Preparation of the Financial Statements

The claims unpaid liability, medical loss ratio rebate accrual, accruals for assessments under the Patient Protection and Affordable Care Act ("PPACA"), and accrued medical incentive pool liability represent Harvard Pilgrim's most significant estimates.

C. Accounting Policy

No significant changes from the Annual Statement for the year ended December 31, 2013 except to the notes described below.

Assessment

Harvard Pilgrim was subject to an annual fee under Section 9010 of PPACA starting on January 1, 2014. This annual fee was allocated to individual health insurers based on the ratio of the amount of Harvard Pilgrim's net premiums written during the preceding calendar year to the amount of health insurance for any U.S. health risk that was written during the preceding calendar year. In January 2014, Harvard Pilgrim recorded an \$11.7 million liability, as a component of general expenses due or accrued, for the fee imposed by PPACA. In June 2014, the IRS provided a preliminary calculation of the Company's liability of \$11.5 million which required a \$0.2 million reduction of the liability to be recorded. The 2014 assessment imposed under Section 9010 of PPACA is payable on or before September 30, 2014. Additionally, Harvard Pilgrim recorded \$8.4 million of restricted surplus as of June 30, 2014, which represents Harvard Pilgrim's ratable recognition of estimated obligations for 2014 net premiums written that are payable in 2015 under Section 9010 of PPACA.

Revenue Recognition

In 2012, Harvard Pilgrim received a final reconciliation amount of \$4.9 million from CMS for the Medicare Advantage Plan which was terminated in 2010. In March 2014, Harvard Pilgrim identified that it had miscalculated certain risk adjustment submissions to CMS related to prior periods. This resulted in a correction to the final reconciliation amount and Harvard Pilgrim issued a refund of \$1.2 million to CMS. The refund amount was recorded as a reduction to earned premium.

Other Invested Assets

Harvard Pilgrim invests in certain limited partnerships and reports the investments in accordance with Statement of Statutory Accounting Principles No. 48, *Joint Ventures, Partnerships and Limited Liability Companies*.

2. Accounting Changes and Corrections of Errors

No significant changes from the Annual Statement for the year ended December 31, 2013.

NOTES TO FINANCIAL STATEMENTS

3. Business Combinations and Goodwill

No significant changes from the Annual Statement for the year ended December 31, 2013.

4. Discontinued Operations

No significant changes from the Annual Statement for the year ended December 31, 2013.

5. Investments

A. Mortgage Loans - none.

B. Debt Restructuring - none.

C. Reverse Mortgages - none.

D. Loan-Backed Securities

(1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from third party providers.

(2) Harvard Pilgrim has the ability and intent to retain all loan-backed and structured securities for the period of time sufficient to recover the amortized cost basis. Harvard Pilgrim had no securities with recognized other-than-temporary impairments during the six months ended June 30, 2014.

(3) Harvard Pilgrim did not hold any securities with a recognized other-than-temporary impairment on June 30, 2014.

(4) For all impaired securities (fair value is less than cost or amortized cost) for which an other-than-temporary impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains), the aggregate amount of unrealized losses and related fair value as of June 30, 2014 are as follows (amounts in thousands):

a. The aggregate amount of unrealized losses:

1. Less than 12 Months	(\$124)
2. 12 Months or Longer	(\$1,493)

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 Months	\$19,397
2. 12 Months or Longer	\$75,605

E. Repurchase Agreements and/or Securities Lending Transactions - none.

F. Real Estate

No significant changes from the Annual Statement for the year ended December 31, 2013.

G. Investments in Low-income Housing Tax Credits (LIHTC) - none.

H. Restricted Assets

No significant changes from the Annual Statement for the year ended December 31, 2013.

I. Working Capital Finance Investments - none.

6. Joint Ventures, Partnerships and Limited Liability Companies

A. Harvard Pilgrim had no investments in joint ventures, partnerships, or limited liability companies that exceed 10% of its admitted assets.

B. Harvard Pilgrim did not recognize impairment write downs for its investments in joint ventures, partnerships, or limited liability companies.

7. Investment Income

No significant changes from the Annual Statement for the year ended December 31, 2013.

8. Derivative Instruments

No significant changes from the Annual Statement for the year ended December 31, 2013.

9. Income Taxes

NOTES TO FINANCIAL STATEMENTS

No significant changes from the Annual Statement for the year ended December 31, 2013.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No significant changes from the Annual Statement for the year ended December 31, 2013 other than as described in the paragraphs below.

In January 2014, Harvard Pilgrim made a capital contribution of \$9 million to its wholly owned subsidiary, HPHC Holding Corporation (Holdings). Holdings used this capital to acquire all of the outstanding membership interests of MedWatch LLC, a care management company. The investment in Holdings is reported as common stock on the balance sheet.

In March 2014, Harvard Pilgrim made a capital contribution of \$10 million to a new insurance affiliate, Harvard Pilgrim Health Care of Connecticut (HPHC CT). HPHC CT received its initial certificate of insurance from the State of Connecticut in April 2014. The investment in HPHC CT is reported as an aggregate write-in for invested assets on the balance sheet.

HPHC Insurance Company ("the Insurance Company") is a wholly-owned subsidiary of Harvard Pilgrim. As of December 31, 2013, the Insurance Company's RBC level was 191.9% which is considered a Company Action Level Event under 211 CMR 20.3 "RBC For Insurers". In accordance with the requirements of this regulation, the Insurance Company filed an RBC Plan with the Massachusetts Commissioner of Insurance which was accepted on April 28, 2014. On April 9, 2014, Harvard Pilgrim's Board of Directors approved a \$10 million capital contribution to the Insurance Company in connection with the RBC Plan. The capital contribution was made on April 10, 2014.

11. Debt

A. Debt including Surplus Notes

No significant changes from the Annual Statement for the year ended December 31, 2013.

B. FHLB (Federal Home Loan Bank) Agreements - None.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan

(4) The following table represents components of net periodic benefit cost of the postretirement medical plan for the period ending June 30, 2014 and December 31, 2013 (amounts in thousands):

	Pension Benefits		Postretirement Benefits		Postemployment & Compensated Absence Benefits	
	2014	2013	2014	2013		
a. Service cost			\$230	\$536		
b. Interest cost			300	523		
c. Expected return on plan assets						
d. Amortization of unrecognized transition obligation or transition asset						
e Amount of recognized gains and losses				139		
f. Amount of prior service cost recognized			176	354		
g. Amount of gain or loss recognized due to a settlement of curtailment						
h. Total net periodic benefit cost			\$706	\$1,552		

B. Defined Contribution Plan

No significant changes from the Annual Statement for the year ended December 31, 2013.

C. Multiemployer Plans – none

D. Consolidated/Holding Company Plans – none

E. Postretirement Benefits and Compensated Absences – none

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) - none.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No significant changes from the Annual Statement for the year ended December 31, 2013 except as disclosed in note 1.

NOTES TO FINANCIAL STATEMENTS

14. Contingencies

A. Contingent Commitments

No significant changes from the Annual Statement for the year ended December 31, 2013.

B. Assessments

No significant changes from the Annual Statement for the year ended December 31, 2013.

C. Gain Contingencies - none.

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits - none.

E. All Other Contingencies

No significant changes from the Annual Statement for the year ended December 31, 2013.

15. Leases

No significant changes from the Annual Statement for the year ended December 31, 2013.

16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

No significant changes from the Annual Statement for the year ended December 31, 2013.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales - none.

B. Transfer and Servicing of Financial Assets - none.

C. Wash Sales - none.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans

No significant changes from the Annual Statement for the year ended December 31, 2013.

B. ASC Plans - none.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract - none.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant changes from the Annual Statement for the year ended December 31, 2013.

20. Fair Value Measurements

A. Harvard Pilgrim's financial assets and liabilities carried at fair value have been classified, for disclosure purposes, based on a hierarchy defined by SSAP No. 100, *Fair Value Measurements*.

(1) Fair value measurements at the reporting date (amounts in thousands):

Description	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
Bonds				
Industrial and Misc		\$1,517		\$1,517
Total Bonds		1,517		1,517
Common Stock				
Industrial and Misc	\$131,694			131,694
Total Common Stocks	131,694			131,694
Total Assets at Fair Value	\$131,694	\$1,517		\$133,211

Note: There was no significant transfer between level 1 and level 2 during the six month period ended June 30, 2014.

(2) Fair value measurements in Level 3 at June 30, 2014: None.

(3) The policy on the timing of recognizing transfers in and out of Level 3: Transfers in and out of Level 3 securities are recognized at the end of the period.

(4) For fair value measurements categorized within Level 2 and Level 3 of the fair value hierarchy, the valuation technique(s) and the inputs used in the fair value measurement: Fair value measurements

NOTES TO FINANCIAL STATEMENTS

of securities within the Level 2 and Level 3 hierarchy are determined using the NAIC Securities Valuation Office pricing source at December 31, 2013.

B. Other fair value measurements - not applicable.

C. Aggregate fair value by hierarchical level (amounts in thousands):

Type of Financial Instrument	Aggregate fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (CV)
Bonds	\$464,610	\$451,199	\$ -	\$464,610	\$ -	\$ -
Common Stock	131,694	131,694	131,694			
Short-term Investments	2,933	2,933	2,933			
Total	\$599,237	\$585,826	\$134,627	\$464,610	\$ -	\$ -

D. Not practicable to estimate fair value - not applicable.

21. Other Items

A. Extraordinary Items - none.

B. Troubled Debt Restructuring - none.

C. Other Disclosures - none.

D. Business Interruption Insurance Recoveries - none.

E. State Transferable and Non-transferable Tax Credits - none.

F. Subprime Mortgage Related Risk Exposure

No significant changes from the Annual Statement for the year ended December 31, 2013.

G. Retained Assets - none.

H. Offsetting and Netting of Assets and Liabilities - none.

I. Joint and Several Liabilities - none.

J. Risk sharing provisions of the Affordable Care Act (amounts in thousands):

a. Permanent ACA Risk Adjustment Program:	
Premium adjustments receivable due to ACA Risk Adjustment	None
Risk adjustment user fees payable for ACA Risk Adjustment	None
Premium adjustments payable due to ACA Risk Adjustment	None
Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	None
Reported in expenses as ACA risk adjustment user fees (incurred/paid)	\$2
b. Transitional ACA Reinsurance Program	
Amounts recoverable for claims paid due to ACA Reinsurance	None
Amounts recoverable for claims unpaid due to ACA Reinsurance	\$2,809
Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	None
Claims unpaid –ceded due from ACA Reinsurance	None
Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	\$9,611
Ceded reinsurance premiums payable due to ACA Reinsurance	\$210
Liability for amounts held under uninsured plans contributions for ACA Reinsurance	None
Ceded reinsurance premiums due to ACA Reinsurance	\$210
Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	\$2,809
ACA Reinsurance Contributions – not reported as ceded premium	\$9,611
c. Temporary ACA Risk Corridors Program	
Accrued retrospective premium due from ACA Risk Corridors	None
Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors	None
Effect of ACA Risk Corridors on net premium income (paid/received)	None
Effect of ACA Risk Corridors on change in reserves for rate credits	None

22. Events Subsequent

Harvard Pilgrim has evaluated events and transactions subsequent to June 30, 2014, through August 14, 2014, the date the statutory financial statements are available for issuance and has determined there are no material events or transactions which require adjustment to, or disclosure in, the financial statements.

NOTES TO FINANCIAL STATEMENTS

23. Reinsurance

A. Ceded Reinsurance Report

No significant changes from the Annual Statement for the year ended December 31, 2013.

B. Uncollectible Reinsurance

No significant changes from the Annual Statement for the year ended December 31, 2013.

C. Commutation of Ceded Reinsurance - none.

D. Certified Reinsurer rating downgraded or status subject to revocation - none.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

A. No significant changes from the Annual Statement for the year ended December 31, 2013.

B. No significant changes from the Annual Statement for the year ended December 31, 2013.

C. No significant changes from the Annual Statement for the year ended December 31, 2013.

D. No significant changes from the Annual Statement for the year ended December 31, 2013.

25. Change in Incurred Claims and Claim Adjustment Expenses

Claim reserves, net of healthcare receivables, as of December 31, 2013 were \$136.7 million. As of June 30, 2014, \$85.9 million has been paid for incurred claims and claim adjustment expenses, net of healthcare receivables collected, attributable to insured events of prior years. Reserves remaining for prior years are now \$28.1 million. Therefore, there has been a \$22.7 million favorable prior year development from December 31, 2013 to June 30, 2014. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. The favorable development is generally a result of an on going analysis of recent loss development trends.

26. Intercompany Pooling Arrangements

No significant changes from the Annual Statement for the year ended December 31, 2013.

27. Structured Settlements

No significant changes from the Annual Statement for the year ended December 31, 2013.

28. Heath Care Receivables

A. Pharmaceutical rebate receivables

No significant changes from the Annual Statement for the year ended December 31, 2013.

B. Risk sharing receivables

No significant changes from the Annual Statement for the year ended December 31, 2013.

29. Participating Policies

No significant changes from the Annual Statement for the year ended December 31, 2013.

30. Premium Deficiency Reserves

- | | |
|---|---|
| 1) Liability carried for premium deficiency reserves | \$ 0 |
| 2) Date of the most recent evaluation of this liability | <u>6/30/2014</u> |
| 3) Was anticipated investment income utilized in the calculation? | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> |

31. Anticipated Salvage and Subrogation

No significant changes from the Annual Statement for the year ended December 31, 2013.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
- 3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes ☒ No ☐

If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- 3.3

If the response to 3.2 is yes, provide a brief description of those changes.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2013
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2010
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

07/02/2012
- 6.4

By what department or departments?

Massachusetts Division of Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ NA ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☐ No ☐ NA ☒
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$
13.

Amount of real estate and mortgages held in short-term investments:\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$59,762,842	\$65,490,637
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$8,489,548
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$59,762,842	\$73,980,185
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

- 16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.3 Total payable for securities lending reported on the liability page
- \$

\$

\$

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

- 17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1	2
Name of Custodian(s)	Custodian Address
US Trust , Bank of America Corporation.....	225 Franklin St. Boston, MA 02110.....

- 17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes [] No [X]

- 17.4 If yes, give full and complete information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason

- 17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address
104518.....	Deutsche Investment Management Americas, Inc.....	345 Park Avenue, New York, NY 10154.....
108281.....	Fidelity Manangement & Research Company.....	82 Devonshire Street V10G, Boston, MA 02109.....
105958.....	The Vanguard Group.....	100 Vanguard Blvd, V26, Malvern, PA 19355.....

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

- 18.2 If no, list exceptions:
-

GENERAL INTERROGATORIES
PART 2 - HEALTH

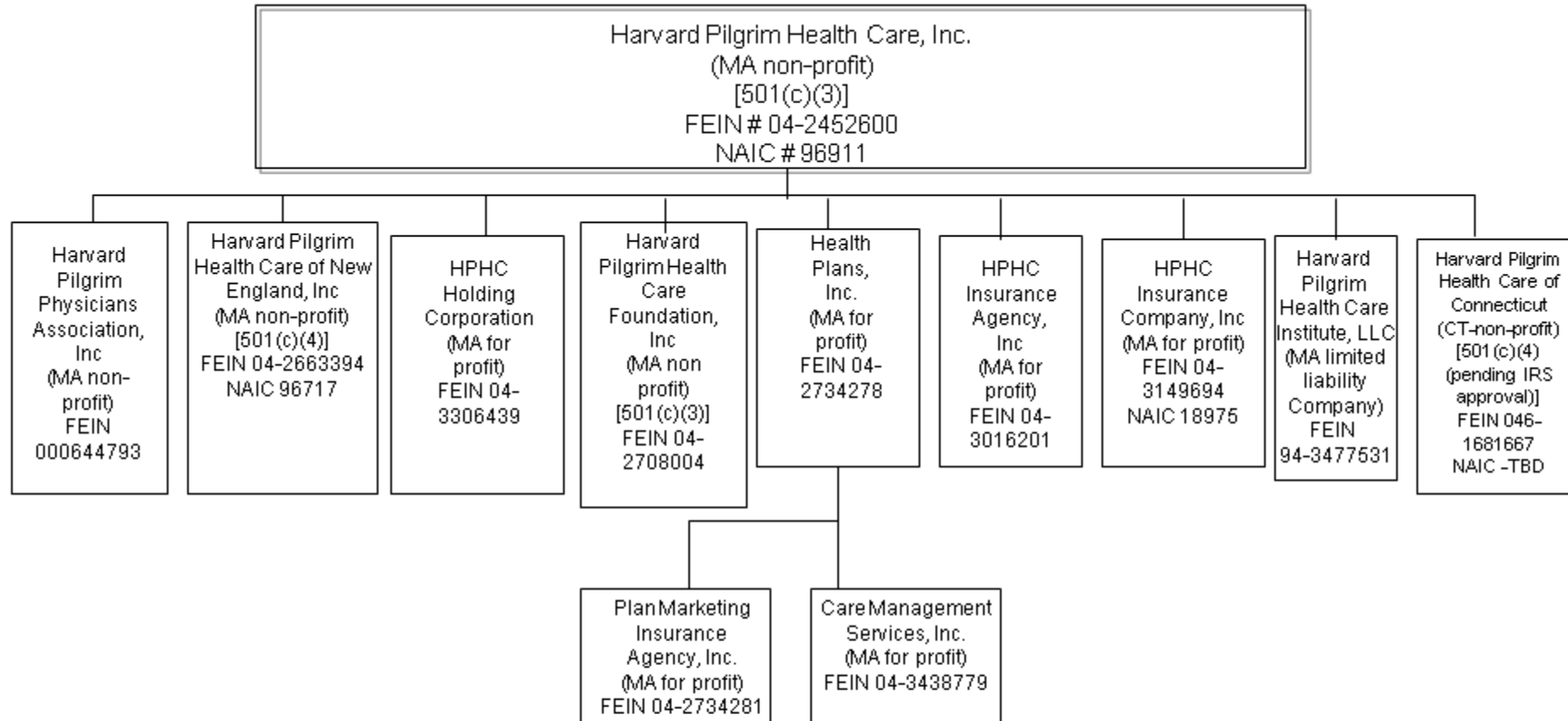
1.	Operating Percentages:	
1.1	A&H loss percent.....	88.8 %
1.2	A&H cost containment percent	0.7 %
1.3	A&H expense percent excluding cost containment expenses.....	14.4 %
2.1	Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.....	\$
2.3	Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1	Direct Business Only								
		2	3	4	5	6	7	8	9	
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts	
1. Alabama	AL	N						0		
2. Alaska	AK	N						0		
3. Arizona	AZ	N						0		
4. Arkansas	AR	N						0		
5. California	CA	N						0		
6. Colorado	CO	N						0		
7. Connecticut	CT	N						0		
8. Delaware	DE	N						0		
9. Dist. Columbia	DC	N						0		
10. Florida	FL	N						0		
11. Georgia	GA	N						0		
12. Hawaii	HI	N						0		
13. Idaho	ID	N						0		
14. Illinois	IL	N						0		
15. Indiana	IN	N						0		
16. Iowa	IA	N						0		
17. Kansas	KS	N						0		
18. Kentucky	KY	N						0		
19. Louisiana	LA	N						0		
20. Maine	ME	L	70,478,298	91,854				70,570,152		
21. Maryland	MD	N						0		
22. Massachusetts	MA	L	766,394,345	548,561				766,942,906		
23. Michigan	MI	N						0		
24. Minnesota	MN	N						0		
25. Mississippi	MS	N						0		
26. Missouri	MO	N						0		
27. Montana	MT	N						0		
28. Nebraska	NE	N						0		
29. Nevada	NV	N						0		
30. New Hampshire	NH	N						0		
31. New Jersey	NJ	N						0		
32. New Mexico	NM	N						0		
33. New York	NY	N						0		
34. North Carolina	NC	N						0		
35. North Dakota	ND	N						0		
36. Ohio	OH	N						0		
37. Oklahoma	OK	N						0		
38. Oregon	OR	N						0		
39. Pennsylvania	PA	N						0		
40. Rhode Island	RI	N						0		
41. South Carolina	SC	N						0		
42. South Dakota	SD	N						0		
43. Tennessee	TN	N						0		
44. Texas	TX	N						0		
45. Utah	UT	N						0		
46. Vermont	VT	N						0		
47. Virginia	VA	N						0		
48. Washington	WA	N						0		
49. West Virginia	WV	N						0		
50. Wisconsin	WI	N						0		
51. Wyoming	WY	N						0		
52. American Samoa	AS	N						0		
53. Guam	GU	N						0		
54. Puerto Rico	PR	N						0		
55. U.S. Virgin Islands	VI	N						0		
56. Northern Mariana Islands	MP	N						0		
57. Canada	CAN	N						0		
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	836,872,643	640,415	0	0	0	0	837,513,058	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 2	836,872,643	640,415	0	0	0	0	837,513,058	0	0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page.	XXX	0	0	0	0	0	0	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



16

[illegible]

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



STATEMENT AS OF JUNE 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

OVERFLOW PAGE FOR WRITE-INS

MQ003 Additional Aggregate Lines for Page 03 Line 23.
*LIAB

	1	2	3	4
	Covered	Uncovered	Total	Total
2304. Accrued Long Term Expenses.....	3,761,943		3,761,943	3,269,278
2305. Quincy Mortgage.....	29,000,000		29,000,000	29,000,000
2397. Summary of remaining write-ins for Line 23 from Page 03	32,761,943	0	32,761,943	32,269,278

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	28,233,929	29,343,117
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition	54,650	31,666
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other-than-temporary impairment recognized .....		.0
8. Deduct current year's depreciation	609,340	1,140,854
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	27,679,239	28,233,929
10. Deduct total nonadmitted amounts .....	.0	.0
11. Statement value at end of current period (Line 9 minus Line 10)	27,679,239	28,233,929

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other-than-temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	615,027	.0
2.2 Additional investment made after acquisition	1,033,857	.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other-than-temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	1,648,884	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	1,648,884	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	741,133,018	699,626,728
2. Cost of bonds and stocks acquired	75,589,072	245,725,688
3. Accrual of discount	207,920	430,897
4. Unrealized valuation increase (decrease)	(19,347,634)	24,538,067
5. Total gain (loss) on disposals	14,523,137	340,096
6. Deduct consideration for bonds and stocks disposed of	162,293,053	225,968,452
7. Deduct amortization of premium	1,428,695	3,560,006
8. Total foreign exchange change in book/adjusted carrying value .....		.0
9. Deduct current year's other-than-temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	648,383,765	741,133,018
11. Deduct total nonadmitted amounts	435,476	.0
12. Statement value at end of current period (Line 10 minus Line 11)	647,948,289	741,133,018

STATEMENT AS OF JUNE 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	469,227,361	72,698,396	143,674,452	(2,095,603)	469,227,361	396,155,702	0	500,950,865
2. NAIC 2 (a).....	66,615,472	199,749	13,493,210	245,510	66,615,472	53,567,521	0	61,052,639
3. NAIC 3 (a).....	1,916,504		59,205	1,346,375	1,916,504	3,203,674	0	1,968,691
4. NAIC 4 (a).....	986,257		34,801	(1,066)	986,257	950,390	0	994,856
5. NAIC 5 (a).....	262,014		8,138	857	262,014	254,733	0	276,862
6. NAIC 6 (a).....	0				0	0	0	0
7. Total Bonds	539,007,608	72,898,145	157,269,806	(503,927)	539,007,608	454,132,020	0	565,243,913
PREFERRED STOCK								
8. NAIC 1	0				0	0	0	0
9. NAIC 2	0				0	0	0	0
10. NAIC 3	0				0	0	0	0
11. NAIC 4	0				0	0	0	0
12. NAIC 5	0				0	0	0	0
13. NAIC 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	539,007,608	72,898,145	157,269,806	(503,927)	539,007,608	454,132,020	0	565,243,913

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$;

NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	2,932,645	XXX	2,932,645	2	

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	34,657,558	5,629,584
2. Cost of short-term investments acquired	91,558,113	288,811,898
3. Accrual of discount		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	123,283,026	259,783,924
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other-than-temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	2,932,645	34,657,558
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	2,932,645	34,657,558

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

Schedule E - Verification

NONE

EO1

NONE

[illegible]

NONE

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E02

NONE

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[illegible]

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF JUNE 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
36225A-VP-2	GNMA SF POOL 780622 8.000% 08/15/27		06/01/2014	Paydown		.561	.561	.584	.578		(17)		(17)		.561			.0	.17	08/15/2027	1
36225B-C5-5	GNMA SF POOL 780992 8.000% 12/15/28		06/01/2014	Paydown		1.074	1.074	1.114	1.106		(32)		(32)		1.074			.0	.38	12/15/2028	1
36225B-TZ-1	GNMA SF POOL 781468 6.500% 07/15/32		06/01/2014	Paydown		1.535	1.535	1.604	1.598		(63)		(63)		1.535			.0	.41	07/15/2032	1
36290R-X2-4	GNMA POOL 615497 5.000% 08/15/33		06/01/2014	Paydown		.399	.399	.387	.388		.11		.11		.399			.0	.8	08/15/2033	1
36290S-6G-1	GNMA SF POOL 616571 6.500% 08/20/34		06/01/2014	Paydown		21.816	21.816	22.902	22.788		(972)		(972)		21.816			.0	.588	08/20/2034	1
36291L-RS-6	GNMA POOL 631497 5.500% 06/15/34		06/01/2014	Paydown		.154	.154	.154	.154				.0		.154			.0	.4	06/15/2034	1
36295W-D4-6	GNMA SF POOL 682423 5.500% 05/15/38		06/01/2014	Paydown		9.317	9.317	9.429	9.425		(108)		(108)		9.317			.0	.214	05/15/2038	1
36297B-RT-0	GNMA SF POOL 707098 5.500% 01/15/39		06/01/2014	Paydown		21.536	21.536	22.142	22.123		(588)		(588)		21.536			.0	.492	01/15/2039	1
38374F-RM-8	GNMA SERIES 2004-11 CLASS QE 5.000% 12		06/01/2014	Paydown		88.770	88.770	90.018	88.749		.21		.21		88.770			.0	1.851	12/16/2032	1
38374M-DX-4	GNMA SERIES 2005-75 CLASS DA 5.000% 07		06/01/2014	Paydown		61.773	61.773	67.410	66.423		(4,650)		(4,650)		61.773			.0	1.288	07/16/2034	1
38376T-DL-3	GNMA SERIES 2010-2 CLASS JH 5.000% 06/		06/01/2014	Paydown		103.285	103.285	112.065	106.921		(3,636)		(3,636)		103.285			.0	2.161	06/20/2037	1
38376T-XC-1	GNMA SERIES 2010-1 CLASS VG 4.500% 05/		06/01/2014	Paydown		41.393	41.393	45.533	44.524		(3,130)		(3,130)		41.393			.0	.777	05/20/2021	1
38376W-ZC-2	GNMA SERIES 2010-15 CLASS VA 4.500% 07		06/01/2014	Paydown		76.305	76.305	83.805	80.470		(4,165)		(4,165)		76.305			.0	1.431	07/20/2021	1
62888X-AC-8	NCUA GUARANTEED NOTES SERIES 2010-C1 CLA		06/27/2014	Paydown		32.613	32.613	32.549	32.568		.45		.45		32.613			.0	.341	10/29/2020	1
831641-EC-5	SMALL BUSINESS ADMINISTRATION SERIES 200		05/01/2014	Paydown		27.509	27.509	27.509	27.509				.0		27.509			.0	.775	08/10/2016	1
831641-EF-8	SMALL BUSINESS ADMINISTRATION SERIES 200		05/01/2014	Paydown		6.421	6.421	6.421	6.421				.0		6.421			.0	.174	02/10/2017	1
0599999 - Bonds - U.S. Governments						494,461	494,461	523,626	511,745	0	(17,284)	0	(17,284)	0	494,461	0	0	0	10,200	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
044863-AB-4	ASHTABULA CNTY OHIO ECON DEV TAXABLE GEN		05/15/2014	Maturity		245,000	245,000	244,243	244,933		.67		.67		245,000			.0	6,370	05/15/2014	2FE
31287Y-AZ-7	FHLMC POOL C70924 6.500% 09/01/32		06/01/2014	Paydown		.761	.761	.787	.779		(18)		(18)		.761			.0	.21	09/01/2032	1
3128H3-4M-0	FHLMC POOL E96228 5.000% 05/01/18		06/01/2014	Paydown		7.752	7.752	7.768	7.754		(2)		(2)		7.752			.0	.160	05/01/2018	1
3128K6-4Q-0	FHLMC POOL A46231 5.000% 07/01/35		06/01/2014	Paydown		21.666	21.666	21.649	21.647		.18		.18		21.666			.0	.441	07/01/2035	1
3128K7-HL-5	FHLMC POOL A46535 5.000% 08/01/35		06/01/2014	Paydown		5.828	5.828	5.497	5.513		.315		.315		5.828			.0	.115	08/01/2035	1
3128LX-CR-9	FHLMC POOL G01880 5.000% 08/01/35		06/01/2014	Paydown		54.374	54.374	58.171	58.046		(3,672)		(3,672)		54.374			.0	1,108	08/01/2035	1
3128LX-FW-5	FHLMC POOL G01981 5.000% 12/01/35		06/01/2014	Paydown		6.156	6.156	5.818	5.833		.323		.323		6.156			.0	.127	12/01/2035	1
3128M6-G9-3	FHLMC POOL G04424 6.000% 06/01/38		06/01/2014	Paydown		6.067	6.067	6.051	6.051		.16		.16		6.067			.0	.175	06/01/2038	1
3128M6-RG-5	FHLMC POOL G04687 6.000% 09/01/38		06/01/2014	Paydown		32.309	32.309	32.577	32.564		(255)		(255)		32.309			.0	.732	09/01/2038	1
3128MC-EQ-4	FHLMC POOL G13543 5.000% 12/01/19		06/01/2014	Paydown		15.753	15.753	16.444	16.273		(520)		(520)		15.753			.0	.333	12/01/2019	1
3128MJ-CT-5	FHLMC POOL G08081 6.000% 09/01/35		06/01/2014	Paydown		9.747	9.747	9.941	9.934		(187)		(187)		9.747			.0	.266	09/01/2035	1
312911-GW-4	FHLMC REMIC SERIES 1343 CLASS LA 8.000		06/01/2014	Paydown		10.042	10.042	10.689	10.471		(429)		(429)		10.042			.0	.341	08/15/2022	1
312927-QZ-2	FHLMC POOL A81372 6.000% 08/01/38		06/01/2014	Paydown		.309	.309	.309	.309		.1		.1		.309			.0	.8	08/01/2038	1
31292H-2E-3	FHLMC POOL C01673 5.000% 11/01/33		06/01/2014	Paydown		3.268	3.268	3.265	3.265		.4		.4		3.268			.0	.68	11/01/2033	1
31292H-YT-5	FHLMC POOL C01622 5.000% 09/01/33		06/01/2014	Paydown		10.566	10.566	10.196	10.216		.351		.351		10.566			.0	.222	09/01/2033	1

STATEMENT AS OF JUNE 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31292J-BG-4...	FHLMC POOL C01839 5.000% 05/01/34		06/01/2014	Paydown		3,444	3,444	3,297	3,304		140		140	3,444	3,444			.0	.73	05/01/2034	1
31294K-ZM-0...	FHLMC POOL E01648 5.500% 05/01/19		06/01/2014	Paydown		10,844	10,844	11,044	10,956	(112)			(112)	10,844				.0	.249	05/01/2019	1
31294N-UB-3...	FHLMC POOL E04178 2.500% 02/01/28		06/16/2014	Nomura		3,493,971	3,458,842	3,617,192	3,608,915	(3,542)			(3,542)	3,605,373			(111,402)	(111,402)	.47,319	02/01/2028	1
31294N-UB-3...	FHLMC POOL E04178 2.500% 02/01/28		06/01/2014	Paydown		87,829	87,829	91,850	91,639	(3,811)			(3,811)	87,829				.0	.938	02/01/2028	1
312967-6W-7...	FHLMC POOL B15385 5.000% 06/01/19		06/01/2014	Paydown		2,324	2,324	2,318	2,319	.5			.5	2,324				.0	.48	06/01/2019	1
31296J-WJ-1...	FHLMC POOL A10649 5.500% 06/01/33		06/01/2014	Paydown		33,840	33,840	33,655	33,664	176			176	33,840				.0	.687	06/01/2033	1
31296Q-NM-8...	FHLMC POOL A15796 6.000% 11/01/33		06/01/2014	Paydown		1,400	1,400	1,452	1,449	(49)			(49)	1,400				.0	.29	11/01/2033	1
31296S-M2-9...	FHLMC POOL A17577 5.500% 01/01/34		06/01/2014	Paydown		1,594	1,594	1,628	1,626	(32)			(32)	1,594				.0	.36	01/01/2034	1
31296W-5K-9...	FHLMC POOL A20850 5.000% 04/01/34		06/01/2014	Paydown		4,702	4,702	4,657	4,659	43			43	4,702				.0	.116	04/01/2034	1
31296X-QL-2...	FHLMC POOL A21359 6.000% 04/01/34		06/01/2014	Paydown		5,342	5,342	5,437	5,427	(86)			(86)	5,342				.0	.146	04/01/2034	1
312970-DB-9...	FHLMC POOL B17298 5.000% 11/01/19		06/01/2014	Paydown		3,773	3,773	3,836	3,807	(34)			(34)	3,773				.0	.79	11/01/2019	1
31297M-H5-0...	FHLMC POOL A32052 5.500% 04/01/35		06/01/2014	Paydown		16,617	16,617	16,765	16,756	(138)			(138)	16,617				.0	.395	04/01/2035	1
31297T-4H-3...	FHLMC POOL A38024 5.000% 10/01/35		06/01/2014	Paydown		6,105	6,105	5,893	5,900	205			205	6,105				.0	.134	10/01/2035	1
31297U-VC-1...	FHLMC POOL A38711 5.500% 02/01/35		06/01/2014	Paydown		3,789	3,789	3,701	3,707	83			83	3,789				.0	.87	02/01/2035	1
31306X-D8-3...	FHLMC GOLD POOL J20127 2.500% 08/01/27		06/23/2014	DBTC AMERICA/PNC BANK		1,666,734	1,645,903	1,724,341	1,719,749	(1,710)			(1,710)	1,718,038			(51,304)	(51,304)	.23,317	08/01/2027	1
31306X-D8-3...	FHLMC GOLD POOL J20127 2.500% 08/01/27		06/01/2014	Paydown		59,688	59,688	62,533	62,366	(2,678)			(2,678)	59,688				.0	.627	08/01/2027	1
31326F-UJ-4...	FREDDIE MAC POOL Q02385 4.500% 07/01/4...		06/01/2014	Paydown		114,954	114,954	121,276	121,187	(6,234)			(6,234)	114,954				.0	2,032	07/01/2041	1
31335H-T6-0...	FHLMC POOL C90573 6.500% 08/01/22		06/01/2014	Paydown		16,487	16,487	17,265	17,037	(549)			(549)	16,487				.0	.428	08/01/2022	1
31339N-4R-4...	FHLMC SERIES 2406 CLASS KE 6.000% 01/1...		06/01/2014	Paydown		17,983	17,983	18,169	17,993	(10)			(10)	17,983				.0	.454	01/15/2017	1
31368H-LV-3...	FNMA POOL 190340 5.000% 09/01/33		06/01/2014	Paydown		35,162	35,162	33,448	33,515	1,647			1,647	35,162				.0	.727	09/01/2033	1
31368H-MB-6...	FNMA POOL 190354 5.500% 12/01/34		06/01/2014	Paydown		39,685	39,685	38,724	38,757	928			928	39,685				.0	.893	12/01/2034	1
3136A1-JY-2...	FNMA SERIES 2011-99 CLASS AV 4.000% 08...		06/01/2014	Paydown		97,943	97,943	105,718	102,406	(4,463)			(4,463)	97,943				.0	1,633	08/25/2024	1
3136A2-5J-8...	FNMA SERIES 2011-141 CLASS JA 4.500% 1...		06/01/2014	Paydown		32,249	32,249	35,322	34,766	(2,517)			(2,517)	32,249				.0	.616	11/25/2039	1
3136A2-L6-8...	FNMA SERIES 2011-124 CLASS JP 4.500% 0...		06/01/2014	Paydown		71,865	71,865	78,293	77,514	(5,649)			(5,649)	71,865				.0	1,353	02/25/2041	1
3136A2-QP-1...	FNMA SERIES 2011-132 CLASS PA 4.500% 0...		06/01/2014	Paydown		215,587	215,587	233,070	230,104	(14,517)			(14,517)	215,587				.0	4,259	08/25/2039	1
3136A3-ED-9...	FANNIE MAE SERIES 2011- 143 CLASS PA 4...		06/01/2014	Paydown		163,108	163,108	177,947	174,927	(11,819)			(11,819)	163,108				.0	3,003	02/25/2038	1
3136A3-QK-0...	FANNIE MAE SERIES 2011- 135 CLASS PK 4...		06/01/2014	Paydown		28,386	28,386	30,963	30,263	(1,877)			(1,877)	28,386				.0	.527	05/25/2040	1
3136A4-X4-6...	FNMA SERIES 2012-32 CLASS CD 4.000% 10...		06/01/2014	Paydown		80,343	80,343	88,076	86,642	(6,299)			(6,299)	80,343				.0	1,294	10/25/2041	1
3136A6-TC-8...	FNMA SERIES 2012-63 CLASS MA 4.000% 06...		06/01/2014	Paydown		93,884	93,884	102,451	101,466	(7,582)			(7,582)	93,884				.0	1,566	06/25/2040	1
3136A8-PS-3...	FNMA SERIES 2012-100 CLASS TL 4.000% 0...		06/01/2014	Paydown		71,749	71,749	79,720	78,085	(6,337)			(6,337)	71,749				.0	1,252	04/25/2042	1
3136A8-S6-8...	FNMA SERIES 2012-113 CLASS AP 4.000% 0...		06/01/2014	Paydown		52,175	52,175	57,743	56,429	(4,254)			(4,254)	52,175				.0	.874	07/25/2041	1
3136A8-Z5-2...	FNMA SERIES 2012-113 CLASS HA 3.000% 0...		06/01/2014	Paydown		56,460	56,460	60,288	59,591	(3,131)			(3,131)	56,460				.0	.717	06/25/2041	1
3136AB-H3-0...	FNMA SERIES 2013-5 CLASS MP 3.500% 02/...		06/01/2014	Paydown		68,545	68,545	74,757	74,171	(5,625)			(5,625)	68,545				.0	1,032	02/25/2043	1

STATEMENT AS OF JUNE 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3136AB-JH-7...	FNMA SERIES 2012-144 CLASS PD 3.500% 0...		06/01/2014	Paydown		138,574	138,574	151,739	151,096		(12,522)		(12,522)		138,574			0	2,005	04/25/2042	1
3136AC-F9-7...	FANNIE MAE SERIES 2013-13 CLASS MA 4.0...		06/01/2014	Paydown		46,314	46,314	51,141	50,929		(4,615)		(4,615)		46,314			0	775	01/25/2043	1
3136AD-HB-8...	FANNIE MAE SERIES 2013-31 CLASS GK 3.5...		06/01/2014	Paydown		70,324	70,324	74,439	74,278		(3,955)		(3,955)		70,324			0	1,008	07/25/2038	1
3136AD-K6-5...	FANNIE MAE SERIES 2013-40 CLASS DK 3.5...		06/01/2014	Paydown		61,436	61,436	64,992	64,846		(3,411)		(3,411)		61,436			0	928	06/25/2037	1
3136AD-LC-1...	FANNIE MAE SERIES 2013-29 CLASS JA 3.5...		06/01/2014	Paydown		167,233	167,233	179,658	178,116		(10,883)		(10,883)		167,233			0	2,455	01/25/2043	1
3136AE-2C-0...	FANNIE MAE SERIES 2013-70 CLASS LA 3.5...		06/01/2014	Paydown		128,753	128,753	135,713	135,329		(6,577)		(6,577)		128,753			0	1,959	10/25/2037	1
3136AF-CX-0...	FANNIE MAE SERIES 2013-72 CLASS LY 3.5...		06/01/2014	Paydown		76,764	76,764	81,369	81,117		(4,353)		(4,353)		76,764			0	1,152	08/25/2041	1
3136AF-SP-0...	FANNIE MAE SERIES 2013-73 CLASS BA 3.5...		06/01/2014	Paydown		133,148	133,148	140,419	140,002		(6,855)		(6,855)		133,148			0	1,922	10/25/2037	1
3136AF-TV-6...	FANNIE MAE SERIES 2013-73 CLASS TK 3.5...		06/01/2014	Paydown		145,484	145,484	154,031	153,740		(8,256)		(8,256)		145,484			0	2,123	09/25/2042	1
31371K-LJ-8...	FNMA POOL 254229 6.500% 02/01/22		06/01/2014	Paydown		1,898	1,898	1,966	1,947		(49)		(49)		1,898			0	51	02/01/2022	1
31371K-R3-7...	FNMA POOL 254406 6.500% 08/01/32		06/01/2014	Paydown		3,090	3,090	3,186	3,180		(90)		(90)		3,090			0	84	08/01/2032	1
31371L-6D-6...	FNMA POOL 255668 5.500% 03/01/25		06/01/2014	Paydown		39,727	39,727	40,341	40,233		(507)		(507)		39,727			0	910	03/01/2025	1
31371L-QX-0...	FNMA POOL 255270 4.500% 06/01/24		06/01/2014	Paydown		21,473	21,473	20,967	21,022		451		451		21,473			0	421	06/01/2024	1
31371L-SJ-9...	FNMA POOL 255321 5.500% 07/01/24		06/01/2014	Paydown		33,539	33,539	34,033	33,935		(396)		(396)		33,539			0	753	07/01/2024	1
31371L-XW-4...	FNMA POOL 255493 5.500% 11/01/24		06/01/2014	Paydown		10,694	10,694	10,949	10,904		(209)		(209)		10,694			0	253	11/01/2024	1
31371W-AN-7...	FNMA POOL 255713 4.500% 04/01/25		06/01/2014	Paydown		26,488	26,488	25,863	25,921		567		567		26,488			0	523	04/01/2025	1
31371W-MM-6...	FNMA POOL 256064 5.500% 01/01/26		06/01/2014	Paydown		26,301	26,301	26,227	26,224		76		76		26,301			0	609	01/01/2026	1
3137AO-LE-3...	FHLMC SERIES 3695 CLASS WA 4.500% 09/1...		06/01/2014	Paydown		55,519	55,519	58,781	56,999		(1,480)		(1,480)		55,519			0	1,086	09/15/2035	1
3137A5-NY-6...	FHLMC SERIES 3795 CLASS VA 4.000% 03/1...		06/01/2014	Paydown		60,934	60,934	63,619	62,268		(1,333)		(1,333)		60,934			0	1,016	03/15/2022	1
3137AB-MQ-1...	FHLMC SERIES 3880 CLASS GA 4.000% 12/1...		06/01/2014	Paydown		156,837	156,837	168,942	166,815		(9,978)		(9,978)		156,837			0	2,491	12/15/2040	1
3137AH-AH-1...	FREDDIE MAC SERIES 3965 CLASS GA 4.500...		06/01/2014	Paydown		86,644	86,644	95,139	93,281		(6,637)		(6,637)		86,644			0	1,623	01/15/2040	1
3137AH-GR-3...	FREDDIE MAC SERIES 3959 CLASS MA 4.500...		06/01/2014	Paydown		106,806	106,806	119,355	118,031		(11,225)		(11,225)		106,806			0	2,130	11/15/2041	1
3137AK-BG-5...	FREDDIE MAC SERIES 3986 CLASS M 4.500%		06/01/2014	Paydown		53,003	53,003	58,236	57,037		(4,034)		(4,034)		53,003			0	1,047	09/15/2041	1
3137AS-CD-4...	FREDDIE MAC SERIES 4077 CLASS MP 4.000...		06/01/2014	Paydown		83,396	83,396	89,390	89,218		(5,822)		(5,822)		83,396			0	1,394	08/15/2040	1
3137AT-EW-8...	FHLMC SERIES 4091 CLASS KC 3.000% 08/1...		06/01/2014	Paydown		152,707	152,707	162,060	161,644		(8,937)		(8,937)		152,707			0	1,947	08/15/2040	1
3137AX-GN-7...	FHLMC SERIES 4146 CLASS PL 3.500% 12/1...		06/01/2014	Paydown		36,686	36,686	40,171	39,652		(2,966)		(2,966)		36,686			0	521	12/15/2041	1
3137AX-XS-7...	FHLMC SERIES 4159 CLASS LA 3.500% 02/1...		06/01/2014	Paydown		55,976	55,976	61,110	60,800		(4,825)		(4,825)		55,976			0	846	02/15/2040	1
3137AY-HU-8...	FREDDIE MAC SERIES 4162 CLASS P 3.000%		06/01/2014	Paydown		198,253	198,253	212,130	211,156		(12,903)		(12,903)		198,253			0	2,487	02/15/2033	1
3137B0-PJ-7...	FREDDIE MAC SERIES 4176 CLASS HA 4.000...		06/01/2014	Paydown		135,883	135,883	149,918	149,410		(13,526)		(13,526)		135,883			0	2,272	12/15/2042	1
3137B3-BG-2...	FREDDIE MAC SERIES 4234 CLASS GA 4.000...		06/01/2014	Paydown		107,323	107,323	113,427	113,128		(5,805)		(5,805)		107,323			0	1,850	08/15/2039	1
31385W-X7-9...	FNMA POOL 555202 6.500% 01/01/33		06/01/2014	Paydown		2,200	2,200	2,278	2,273		(73)		(73)		2,200			0	62	01/01/2033	1
31385X-EC-7...	FNMA POOL 555531 5.500% 06/01/33		06/01/2014	Paydown		32,444	32,444	32,323	32,323		122		122		32,444			0	746	06/01/2033	1
31385X-O9-1...	FNMA POOL 555880 5.500% 11/01/33		06/01/2014	Paydown		26,155	26,155	26,004	26,007		149		149		26,155			0	600	11/01/2033	1

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SCHEDULE D - PART 4

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										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3138A9-NH-3...	FNMA POOL AH7591 4.500% 04/01/41		06/16/2014	Citigroup Global Markets		2,624,718	2,416,658	2,506,528	2,503,893		.487		.487		2,504,380		120,338	120,338	59,510	04/01/2041	1
3138A9-NH-3...	FNMA POOL AH7591 4.500% 04/01/41		06/01/2014	Paydown		192,055	192,055	199,197	198,988		(6,933)		(6,933)		192,055			0	3,752	04/01/2041	1
3138E9-KC-3...	FNMA POOL AK4790 3.000% 03/01/27		06/01/2014	Paydown		89,057	89,057	95,291	94,876		(5,819)		(5,819)		89,057			0	1,113	03/01/2027	1
3138EJ-B8-0...	FNMA POOL AL1862 3.000% 04/01/27		06/01/2014	Paydown		110,338	110,338	118,079	117,518		(7,180)		(7,180)		110,338			0	1,377	04/01/2027	1
3138EJ-CP-1...	FNMA POOL AL1877 3.000% 06/01/27		06/01/2014	Paydown		66,632	66,632	71,275	70,961		(4,329)		(4,329)		66,632			0	845	06/01/2027	1
3138LX-7H-6...	FNMA POOL A07195 3.000% 09/01/27		06/01/2014	Paydown		65,987	65,987	69,781	69,602		(3,615)		(3,615)		65,987			0	825	09/01/2027	1
3138ML-G6-5...	FNMA POOL A04720 3.000% 11/01/27		06/01/2014	Paydown		85,489	85,489	90,512	90,221		(4,732)		(4,732)		85,489			0	1,056	11/01/2027	1
3138W9-TV-2...	FANNIE MAE POOL AS0563 4.500% 09/01/43		06/01/2014	Paydown		84,716	84,716	90,434	90,392		(5,676)		(5,676)		84,716			0	1,551	09/01/2043	1
313921-6B-9...	FNMA SERIES 2001-T10 CLASS CLASS A2 7		06/01/2014	Paydown		7,344	7,344	7,829	7,691		(347)		(347)		7,344			0	244	12/25/2041	1
31392A-7C-6...	FNMA GRANTOR TRUST SERIES 2002-T1 CLASS		06/01/2014	Paydown		3,909	3,909	4,160	4,079		(169)		(169)		3,909			0	120	11/25/2031	1
31394C-Y5-5...	FNMA SERIES 2005-31 CLASS PA 5.500% 10		06/01/2014	Paydown		7,084	7,084	7,113	7,099		(15)		(15)		7,084			0	165	10/25/2034	1
31394C-YG-1...	FNMA SERIES 2005-14 CLASS ME 5.000% 10		06/01/2014	Paydown		147,881	147,881	148,268	147,698		183		183		147,881			0	2,976	10/25/2033	1
31394D-JH-4...	FNMA SERIES 2005-29 CLASS OD 5.000% 08		06/01/2014	Paydown		35,079	35,079	34,437	34,919		160		160		35,079			0	732	08/25/2033	1
31394K-K6-0...	FHLMC SERIES 2682 CLASS LC 4.500% 07/1		06/01/2014	Paydown		20,498	20,498	19,514	20,325		173		173		20,498			0	391	07/15/2032	1
31394L-EE-8...	FHLMC SERIES 2691 CLASS ME 4.500% 04/1		06/01/2014	Paydown		116,426	116,426	113,988	115,988		438		438		116,426			0	2,213	04/15/2032	1
31394W-X6-2...	FHLMC SERIES 2720 CLASS DC 4.500% 12/1		06/01/2014	Paydown		192,869	192,869	203,235	196,753		(3,885)		(3,885)		192,869			0	3,574	12/15/2018	1
31394N-JW-9...	FHLMC SERIES 2734 CLASS PG 5.000% 07/1		04/01/2014	Paydown		3,181	3,181	3,119	3,173		.8		.8		3,181			0	53	07/15/2032	1
31394N-MW-5...	FHLMC SERIES 2727 CLASS PE 4.500% 07/1		06/01/2014	Paydown		137,311	137,311	134,372	136,772		539		539		137,311			0	2,614	07/15/2032	1
31395F-EF-7...	FHLMC SERIES 2836 CLASS YD 5.000% 02/1		06/01/2014	Paydown		81,654	81,654	79,102	81,215		439		439		81,654			0	1,710	02/15/2033	1
31395G-R2-0...	FHLMC SERIES 2872 CLASS GD 5.000% 05/1		06/01/2014	Paydown		166,388	166,388	179,803	169,002		(2,614)		(2,614)		166,388			0	3,492	05/15/2033	1
31395H-WB-2...	FHLMC SERIES 2893 CLASS PD 5.000% 02/1		06/01/2014	Paydown		202,160	202,160	202,499	202,000		161		161		202,160			0	4,218	02/15/2033	1
31395K-5G-4...	FHLMC SERIES 2898 CLASS PE 5.000% 05/1		06/01/2014	Paydown		81,271	81,271	80,576	81,081		190		190		81,271			0	1,612	05/15/2033	1
31395M-30-0...	FHLMC SERIES 2928 CLASS NE 5.000% 04/1		06/01/2014	Paydown		80,525	80,525	79,632	80,339		186		186		80,525			0	1,680	04/15/2033	1
31395V-R2-7...	FHLMC SERIES 2986 CLASS EB 5.000% 07/1		06/01/2014	Paydown		68,877	68,877	66,851	68,347		531		531		68,877			0	1,448	07/15/2034	1
31396H-YM-5...	FHLMC SERIES 3116 CLASS PD 5.000% 10/1		06/01/2014	Paydown		69,512	69,512	74,421	70,816		(1,304)		(1,304)		69,512			0	1,480	10/15/2034	1
31396J-2L-8...	FHLMC REFERENCE REMIC SERIES 3127 CLASS		06/01/2014	Paydown		24,170	24,170	23,573	23,941		229		229		24,170			0	523	03/15/2026	1
313970-4A-3...	FNMA SERIES 2010-149 CLASS L 4.500% 04		06/01/2014	Paydown		157,307	157,307	167,925	165,527		(8,220)		(8,220)		157,307			0	2,965	04/25/2038	1
31398F-N2-3...	FNMA SERIES 2009-87 CLASS KA 4.500% 09		06/01/2014	Paydown		193,265	193,265	201,177	195,988		(2,723)		(2,723)		193,265			0	3,724	09/25/2023	1
31398P-Y4-5...	FNMA SERIES 2010-39 CLASS PA 5.000% 06		06/01/2014	Paydown		116,046	116,046	123,824	119,432		(3,387)		(3,387)		116,046			0	2,401	06/25/2038	1
31398R-2D-6...	FNMA SERIES 2010-80 CLASS AD 5.000% 03		06/01/2014	Paydown		133,448	133,448	146,792	145,294		(11,846)		(11,846)		133,448			0	2,741	03/25/2039	1
31398V-LX-2...	FHLMC SERIES 3656 CLASS TA 5.000% 10/1		06/01/2014	Paydown		51,974	51,974	55,318	52,673		(699)		(699)		51,974			0	1,099	10/15/2036	1
31400S-SD-2...	FNMA POOL 696316 5.500% 03/01/33		06/01/2014	Paydown		15,210	15,210	15,111	15,113		.98		.98		15,210			0	349	03/01/2033	1
31401A-L6-2...	FNMA POOL 702449 6.000% 06/01/33		06/01/2014	Paydown		4,962	4,962	5,116	5,106		(144)		(144)		4,962			0	145	06/01/2033	1

STATEMENT AS OF JUNE 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identi- fication	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig- nation or Market Indicator (a)
31401A-MG-9...	FNMA POOL 702459 5.500% 06/01/33		06/01/2014	Paydown		42,976	42,976	42,707	42,712		264		264		42,976			.0	.914	06/01/2033	1
31401H-3M-2...	FNMA POOL 709204 5.500% 07/01/33		06/01/2014	Paydown		3,782	3,782	3,873	3,865	(84)		(84)	(84)		3,782			.0	.84	07/01/2033	1
31401W-G6-0...	FNMA POOL 720321 4.500% 07/01/18		06/01/2014	Paydown		7,026	7,026	7,145	7,081	(56)		(56)	(56)		7,026			.0	.130	07/01/2018	1
31402C-4J-8...	FNMA POOL 725425 5.500% 04/01/34		06/01/2014	Paydown		13,829	13,829	13,833	13,831	(2)		(2)	(2)		13,829			.0	.316	04/01/2034	1
31402C-PL-0...	FNMA POOL 725027 5.000% 11/01/33		06/01/2014	Paydown		25,086	25,086	24,055	24,098	988			988		25,086			.0	.520	11/01/2033	1
31402C-U6-7...	FNMA POOL 725205 5.000% 03/01/34		06/01/2014	Paydown		45,388	45,388	43,863	43,924	1,464			1,464		45,388			.0	.949	03/01/2034	1
31402C-VP-4...	FNMA POOL 725222 5.500% 02/01/34		06/01/2014	Paydown		11,481	11,481	11,304	11,309	172			172		11,481			.0	.263	02/01/2034	1
31402D-Q0-6...	FNMA POOL 725963 6.000% 10/01/22		06/01/2014	Paydown		1,001	1,001	1,022	1,017	(16)			(16)		1,001			.0	.25	10/01/2022	1
31402F-EG-6...	FNMA POOL 727435 4.500% 07/01/18		06/01/2014	Paydown		2,756	2,756	2,755	2,753	4			4		2,756			.0	.52	07/01/2018	1
31402F-EJ-0...	FNMA POOL 727437 4.500% 07/01/18		06/01/2014	Paydown		3,280	3,280	3,279	3,275	5			5		3,280			.0	.62	07/01/2018	1
31402M-LC-2...	FNMA POOL 733023 4.500% 08/01/18		06/01/2014	Paydown		18,919	18,919	18,138	18,404	515			515		18,919			.0	.382	08/01/2018	1
314020-6T-3...	FNMA POOL 735382 5.000% 04/01/35		06/01/2014	Paydown		54,776	54,776	57,968	57,921	(3,145)			(3,145)		54,776			.0	1,142	04/01/2035	1
314020-WA-5...	FNMA POOL 735141 5.500% 01/01/35		06/01/2014	Paydown		16,250	16,250	16,111	16,114	136			136		16,250			.0	.377	01/01/2035	1
314020-Y3-9...	FNMA POOL 735230 5.500% 02/01/35		06/01/2014	Paydown		15,936	15,936	15,919	15,917	19			19		15,936			.0	.371	02/01/2035	1
31402R-FU-8...	FNMA POOL 735579 5.000% 06/01/35		06/01/2014	Paydown		152,991	152,991	161,907	161,785	(8,794)			(8,794)		152,991			.0	3,227	06/01/2035	1
31403B-VY-6...	FNMA POOL 744131 6.500% 12/01/24		06/01/2014	Paydown		3,787	3,787	3,947	3,913	(126)			(126)		3,787			.0	.104	12/01/2024	1
31403C-6L-0...	FNMA POOL 745275 5.000% 02/01/36		06/01/2014	Paydown		3,921	3,921	3,789	3,795	126			126		3,921			.0	.82	02/01/2036	1
31403C-XZ-9...	FNMA POOL 745096 5.500% 11/01/34		06/01/2014	Paydown		37,672	37,672	37,531	37,531	141			141		37,672			.0	.871	11/01/2034	1
31403D-BD-0...	FNMA POOL 745336 5.000% 03/01/36		06/01/2014	Paydown		98,963	98,963	106,401	106,135	(7,171)			(7,171)		98,963			.0	2,068	03/01/2036	1
31403H-J5-0...	FNMA POOL 749184 6.000% 10/01/33		06/01/2014	Paydown		414	414	427	426	(12)			(12)		414			.0	.10	10/01/2033	1
31403K-JW-4...	FNMA POOL 750977 4.500% 11/01/33		06/01/2014	Paydown		3,393	3,393	3,276	3,281	112			112		3,393			.0	.63	11/01/2033	1
31403R-PE-2...	FNMA POOL 755621 5.500% 01/01/34		06/01/2014	Paydown		848	848	865	864	(16)			(16)		848			.0	.19	01/01/2034	1
31404B-QV-7...	FNMA POOL 763768 5.500% 01/01/34		06/01/2014	Paydown		579	579	593	592	(13)			(13)		579			.0	.13	01/01/2034	1
31404H-6Q-7...	FNMA POOL 769579 5.000% 04/01/34		06/01/2014	Paydown		1,567	1,567	1,548	1,549	18			18		1,567			.0	.37	04/01/2034	1
31404J-SC-0...	FNMA POOL 770115 5.000% 03/01/34		06/01/2014	Paydown		847	847	848	848	(1)			(1)		847			.0	.18	03/01/2034	1
31404P-2L-4...	FNMA POOL 774879 5.500% 04/01/34		06/01/2014	Paydown		21,928	21,928	21,577	21,590	338			338		21,928			.0	.533	04/01/2034	1
31404Q-WP-0...	FNMA POOL 775654 5.000% 05/01/19		06/01/2014	Paydown		2,126	2,126	2,128	2,123	4			4		2,126			.0	.44	05/01/2019	1
31404X-SN-5...	FNMA POOL 781825 5.500% 12/01/34		06/01/2014	Paydown		19,967	19,967	19,518	19,535	432			432		19,967			.0	.473	12/01/2034	1
31405C-L7-2...	FNMA POOL 785250 4.500% 07/01/19		06/01/2014	Paydown		12,530	12,530	12,544	12,519	11			11		12,530			.0	.231	07/01/2019	1
31405P-NR-7...	FNMA POOL 795200 5.500% 10/01/34		06/01/2014	Paydown		890	890	905	904	(14)			(14)		890			.0	.20	10/01/2034	1
31405Q-RE-0...	FNMA POOL 796185 5.500% 11/01/34		06/01/2014	Paydown		2,452	2,452	2,479	2,478	(25)			(25)		2,452			.0	.50	11/01/2034	1
31405Q-UH-9...	FNMA POOL 796284 5.000% 12/01/34		06/01/2014	Paydown		43,732	43,732	42,623	42,671	1,061			1,061		43,732			.0	.738	12/01/2034	1
31405Q-WF-1...	FNMA POOL 796346 5.500% 10/01/34		06/01/2014	Paydown		657	657	641	642	15			15		657			.0	.15	10/01/2034	1

STATEMENT AS OF JUNE 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

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										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31405R-AM-8...	FNMA POOL 796612 5.500% 10/01/34		06/01/2014	Paydown		4,737	4,737	4,826	4,821	(84)			(84)		4,737			0	124	10/01/2034	1
31405S-CP-7...	FNMA POOL 797578 5.500% 06/01/35		06/01/2014	Paydown		20,975	20,975	20,837	20,840	135			135		20,975			0	454	06/01/2035	1
31406A-MA-7...	FNMA POOL 804153 5.500% 12/01/34		06/01/2014	Paydown		1,916	1,916	1,941	1,939	(23)			(23)		1,916			0	44	12/01/2034	1
31406E-WL-4...	FNMA POOL 808051 4.500% 02/01/35		06/01/2014	Paydown		3,475	3,475	3,357	3,362	113			113		3,475			0	62	02/01/2035	1
31406E-Z7-2...	FNMA POOL 808166 5.500% 03/01/35		06/01/2014	Paydown		2,201	2,201	2,211	2,210	(9)			(9)		2,201			0	50	03/01/2035	1
31406N-C6-9...	FNMA POOL 814693 5.500% 04/01/35		06/01/2014	Paydown		8,825	8,825	8,678	8,681	143			143		8,825			0	239	04/01/2035	1
31407W-Z4-0...	FNMA POOL 835163 5.500% 08/01/35		06/01/2014	Paydown		12,162	12,162	11,912	11,919	243			243		12,162			0	279	08/01/2035	1
31407X-VS-7...	FNMA POOL 844025 5.500% 11/01/35		06/01/2014	Paydown		21,329	21,329	21,501	21,496	(167)			(167)		21,329			0	506	11/01/2035	1
31408D-A6-1...	FNMA POOL 847929 5.000% 12/01/20		06/01/2014	Paydown		10,172	10,172	10,068	10,085	87			87		10,172			0	221	12/01/2020	1
31409A-HN-2...	FNMA POOL 865237 6.500% 02/01/36		06/01/2014	Paydown		309	309	314	314	(5)			(5)		309			0	8	02/01/2036	1
31409X-SS-9...	FNMA POOL 881729 6.500% 03/01/36		06/01/2014	Paydown		49,045	49,045	49,880	49,835	(790)			(790)		49,045			0	1,241	03/01/2036	1
31410F-T6-2...	FNMA POOL 888073 5.500% 02/01/35		06/01/2014	Paydown		77,575	77,575	76,848	76,865	710			710		77,575			0	1,744	02/01/2035	1
31410F-YS-8...	FNMA POOL 888221 5.500% 03/01/37		06/01/2014	Paydown		5,663	5,663	5,593	5,594	69			69		5,663			0	130	03/01/2037	1
31410P-BP-7...	FNMA POOL 892946 7.000% 08/01/36		06/01/2014	Paydown		66,957	66,957	68,642	68,537	(1,580)			(1,580)		66,957			0	2,072	08/01/2036	1
31410P-WX-7...	FNMA POOL 893562 6.500% 09/01/36		06/01/2014	Paydown		39,804	39,804	40,501	40,463	(659)			(659)		39,804			0	1,179	09/01/2036	1
31410W-M6-2...	FNMA POOL 899581 6.000% 07/01/37		06/01/2014	Paydown		20,284	20,284	20,180	20,180	104			104		20,284			0	570	07/01/2037	1
31411B-BU-6...	FNMA POOL 902851 6.500% 12/01/36		06/01/2014	Paydown		34,487	34,487	35,193	35,152	(665)			(665)		34,487			0	932	12/01/2036	1
31412A-E6-7...	FNMA POOL 919157 6.500% 04/01/37		06/01/2014	Paydown		397	397	404	403	(6)			(6)		397			0	11	04/01/2037	1
31415B-JT-7...	FNMA POOL 981874 6.000% 07/01/38		06/01/2014	Paydown		11,540	11,540	11,711	11,703	(163)			(163)		11,540			0	288	07/01/2038	1
31415R-UX-0...	FNMA POOL 987198 6.000% 07/01/38		06/01/2014	Paydown		1,967	1,967	1,996	1,994	(28)			(28)		1,967			0	49	07/01/2038	1
31417C-HH-1...	FNMA POOL AB5631 3.000% 07/01/27		06/01/2014	Paydown		59,226	59,226	63,436	63,175	(3,950)			(3,950)		59,226			0	697	07/01/2027	1
31417C-QJ-7...	FNMA POOL AB5856 3.000% 08/01/27		06/01/2014	Paydown		131,023	131,023	140,235	139,682	(8,660)			(8,660)		131,023			0	1,777	08/01/2027	1
31418W-WR-9...	FNMA POOL AD0655 4.500% 04/01/37		06/01/2014	Paydown		20,704	20,704	21,759	21,726	(1,022)			(1,022)		20,704			0	391	04/01/2037	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						16,284,031	16,020,011	16,752,544	16,670,745	0	(344,345)	0	(344,345)	0	16,326,399	0	(42,368)	(42,368)	287,445	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
018490-AP-7...	ALLERGAN INC 1.350% 03/15/18		04/28/2014	RBC Capital Markets Corp.		327,491	345,000	344,286	344,395	47			47		344,442		(16,951)	(16,951)	2,924	03/15/2018	1FE
02005M-AE-2...	ALLY AUTO RECEIVABLES TRUST SERIES 2010		06/15/2014	Paydown		300,271	300,271	302,863	300,523	(253)			(253)		300,271			0	1,921	08/17/2015	1FE
02005P-AD-7...	ALLY AUTO RECEIVABLES TRUST SERIES 2010		06/15/2014	Paydown		220,948	220,948	220,907	220,939	9			9		220,948			0	1,234	12/15/2015	1FE
02005V-AD-4...	ALLY AUTO RECEIVABLES TRUST SERIES 2011		06/15/2014	Paydown		874,127	874,127	873,866	874,075	52			52		874,127			0	7,163	04/15/2016	1FE
02005V-AD-4...	ALLY AUTO RECEIVABLES TRUST SERIES 2011		06/26/2014	Harvard Pilgrim Ins Co.		2,009,247	2,009,330	2,008,730	2,009,210	36			36		2,009,247			0	21,108	04/15/2016	1FE
03064P-AC-5...	AMERICREDIT AUTOMOBILE RECEIVA SERIES 20		04/08/2014	Paydown		2,183	2,183	2,182	2,183	0			0		2,183			0	9	01/08/2016	1FE
037833-AR-1...	APPLE COMPUTER 2.850% 05/06/21		06/23/2014	Barclays Capital		502,755	500,000	498,770		12			12		498,782		3,973	3,973	1,940	05/06/2021	1FE
05948X-TL-5...	BANK OF AMERICA MORTGAGE SEC SERIES 2003		06/01/2014	Paydown		26,086	26,086	25,499	25,533	552			552		26,086			0	350	09/25/2033	1FM

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										11	12	13	14	15							
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06051G-EX-3...	BANK OF AMERICA CORP 2.600% 01/15/19...		06/23/2014...	Mizuho Securities...		642,696	635,000	634,892	634,884	.5			.5		634,888		7,808	7,808	11,144	01/15/2019...	1FE...
07388N-AE-6...	BEAR STEARNS COMMERCIAL MORTG SERIES 200...		06/01/2014...	Paydown...		53,173	53,173	57,512	54,642	(1,469)			(1,469)		53,173			.0	1,443	10/12/2041...	1FM...
07388Y-AB-8...	BEAR STEARNS COMMERCIAL MORTG SERIES 200...		06/01/2014...	Paydown...		10,739	10,739	9,940	10,458	282			282		10,739			.0	297	06/11/2040...	1FM...
07388Y-AD-4...	BEAR STEARNS COMMERCIAL MORTG SERIES 200...		06/01/2014...	Paydown...		62,131	62,131	62,004	62,025	105			105		62,131			.0	1,517	10/11/2016...	1FM...
115637-AN-0...	BROWN-FORMAN CORPORATION 1.000% 01/15/...		06/16/2014...	Mitsubishi UFJ Trust Int. Ltd.		337,327	345,000	343,858	344,090	102			102		344,192		(6,865)	(6,865)	3,191	01/15/2018...	1FE...
126650-BP-4...	CVS CAREMARK CORP 6.036% 12/10/28...		06/10/2014...	Redemption 100.0000. Mitsubishi UFJ Trust Int. Ltd.		4,296	4,296	4,296	4,296	.0			.0		4,296			.0	108	12/10/2028...	2FE...
126650-CA-6...	CVS CAREMARK CORP 1.200% 12/05/16...		06/16/2014...	Redemption 100.0000. Mitsubishi UFJ Trust Int. Ltd.		422,129	420,000	419,840	419,843	.25			.25		419,868		2,261	2,261	2,702	12/05/2016...	2FE...
12667F-RY-3...	COUNTRYWIDE ALTERNATIVE LN TR SERIES 200...		06/01/2014...	Paydown...		4,215	4,215	4,343	4,163	146	(94)		.52		4,215			.0	103	10/25/2034...	1FM...
152314-JQ-4...	CENTEX HOME EQUITY SERIES 2004-B CLASS A...		06/01/2014...	Paydown...		11,682	11,682	11,682	11,682				.0		11,682			.0	236	03/25/2034...	1FM...
17119R-AC-6...	CHRYSLER CAPITAL AUTO REC. SERIES 2013-A...		06/26/2014...	HPHC of New England Inc.		699,945	700,000	699,918	699,925	20			20		699,945			.0	3,380	04/16/2018...	1FE...
17305E-CJ-2...	CITIBANK CREDIT CARD ISS TRUST SERIES 20...		06/26/2014...	HPHC of New England Inc.		1,662,640	1,625,000	1,852,183	1,688,365	(25,724)			(25,724)		1,662,640			.0	62,612	03/10/2017...	1FE...
17305E-FN-0...	CITIBANK CREDIT CARD ISS TRUST SERIES 20...		06/26/2014...	Harvard Pilgrim Ins Co.		3,599,428	3,600,000	3,599,374		53			53		3,599,428			.0	11,322	02/22/2019...	1FE...
17307G-FQ-6...	CITIGROUP MORTGAGE LOAN TRUST SERIES 200...		06/01/2014...	Paydown...		36,408	36,408	37,494	37,232	(824)			(824)		36,408			.0	1,024	07/25/2034...	3FM...
17307G-GY-8...	CITIGROUP MORTGAGE LOAN TRUST SERIES 200...		06/01/2014...	Paydown...		2,896	2,896	2,986	2,974	(78)			(78)		2,896			.0	79	08/25/2034...	3FM...
17310W-AD-2...	CITIGROUP COMMERCIAL MORT. TR. SERIES 20...		06/01/2014...	Paydown...		77,253	77,253	77,637	77,127	126			126		77,253			.0	1,772	10/15/2049...	1FM...
22540V-2X-9...	CS FIRST BOSTON MORTG SEC CORP SERIES 20...		06/01/2014...	Paydown...		2,199	2,199	2,287	2,265	(66)			(66)		2,199			.0	67	06/25/2032...	3FM...
22541S-V3-9...	CS FIRST BOSTON MRTG SEC CORP SERIES 200...		06/01/2014...	Paydown...		6,495	6,495	6,669	6,623	(128)			(128)		6,495			.0	171	12/25/2034...	3FM...
24422E-RW-1...	JOHN DEERE CAPITAL CORP 1.200% 10/10/1...		06/16/2014...	Bank of America...		980,636	985,000	982,961	983,474	183			183		983,658		(3,021)	(3,021)	8,143	10/10/2017...	1FE...
25179W-AT-0...	DEVON ENERGY CORP 2.250% 12/15/18...		06/16/2014...	Keybanc Capital...		744,995	740,000	738,720	738,725	114			114		738,839		6,156	6,156	8,279	12/15/2018...	2FE...
25468P-CV-6...	WALT DISNEY SERIES MTN 1.100% 12/01/17...		06/16/2014...	Mitsubishi UFJ Trust Int. Ltd.		416,527	420,000	417,014	417,645	273			273		417,919		(1,392)	(1,392)	2,528	12/01/2017...	1FE...
294751-EY-4...	EQUITY ONE ABS INC SERIES 2004-3 CLASS A...		06/25/2014...	Paydown...		93	93	93	93	.0			.0		93			.0		07/25/2034...	1FM...
34529U-AD-6...	FORD CREDIT AUTO OWNER TRUST SERIES 2012...		06/26/2014...	HPHC of New England Inc.		903,927	904,000	903,769	903,898	29			29		903,927			.0	5,516	06/15/2017...	1FE...
361448-AS-2...	GATX CORP 1.250% 03/04/17...		06/16/2014...	Wells Fargo Securities...		1,009,773	1,015,000	1,014,401		52			52		1,014,453		(4,680)	(4,680)	3,665	03/04/2017...	2FE...
369550-AV-0...	GENERAL DYNAMICS 1.000% 11/15/17...		06/16/2014...	Wells Fargo Securities...		3,097,076	3,140,000	3,120,406	3,124,797	1,787			1,787		3,126,585		(29,508)	(29,508)	18,578	11/15/2017...	1FE...
373334-JV-4...	GEORGIA POWER 3.000% 04/15/16...		06/26/2014...	HPHC of New England Inc.		2,999,610	3,000,000	2,999,190	2,999,528	82			82		2,999,610			.0	62,750	04/15/2016...	1FE...
375558-AT-0...	GILEAD SCIENCES INC 3.050% 12/01/16...		06/23/2014...	Mitsubishi UFJ Trust Int. Ltd.		1,402,679	1,338,000	1,387,085	1,369,574	(5,123)			(5,123)		1,364,451		38,228	38,228	23,125	12/01/2016...	2FE...
43814A-AD-5...	HONDA AUTO RECEIVABLES OWNER SERIES 2011...		06/18/2014...	Paydown...		153,827	153,827	153,780	153,815	12			12		153,827			.0	1,192	08/18/2017...	1FE...
43814A-AD-5...	HONDA AUTO RECEIVABLES OWNER SERIES 2011...		06/26/2014...	Harvard Pilgrim Ins Co.		1,346,115	1,346,173	1,345,768	1,346,071	44			44		1,346,115			.0	10,897	08/18/2017...	1FE...
44890E-AC-4...	HYUNDAI AUTO RECEIVABLES TRUST SERIES 20...		04/15/2014...	Paydown...		37,371	37,371	37,363	37,370	.1			.1		37,371			.0	130	09/15/2015...	1FE...
44923Y-AD-9...	HYUNDAI AUTO RECEIVABLES TRUST SERIES 20...		06/15/2014...	Paydown...		512,561	512,561	516,085	513,211	(650)			(650)		512,561			.0	3,458	03/15/2017...	1FE...
44923Y-AD-9...	HYUNDAI AUTO RECEIVABLES TRUST SERIES 20...		06/26/2014...	HPHC of New England Inc.		1,651,445	1,649,749	1,661,091	1,651,840	(395)			(395)		1,651,445			.0	14,267	03/15/2017...	1FE...
458140-AA-4...	INTEL CORP 1.350% 12/15/17...		06/23/2014...	Wells Fargo Securities...		2,978,343	2,985,000	2,981,836	2,982,480	302			302		2,982,782		(4,439)	(4,439)	21,268	12/15/2017...	1FE...
459284-AA-3...	INTERNATIONAL CCE INC 2.125% 09/15/15...		06/23/2014...	J P Morgan Securities...		2,036,140	2,000,000	2,001,020	2,000,339	(103)			(103)		2,000,236		35,904	35,904	33,056	09/15/2015...	2FE...

STATEMENT AS OF JUNE 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
46628F-AC-5	JP MGN CHASE COM MITGE SEC CORP SERIES 20		06/01/2014	Paydown		42,261	42,261	42,813	42,184		77		77		42,261			0	1,458	04/15/2045	1FM
477867-AD-7	JOHN DEERE OWNER TRUST SERIES 2011-A CLA		06/15/2014	Paydown		1,900,334	1,900,334	1,899,980	1,900,261		73		73		1,900,334			0	17,394	04/16/2018	1FE
49327W-2J-2	KEY BANK NA BKNT 1.100% 11/25/16		06/23/2014	Keybanc Capital		456,128	455,000	454,654	454,664		56		56		454,719		1,409	1,409	2,906	11/25/2016	1FE
55265K-Q2-8	MASTR ASSET SECURITIZATION TR SERIES 200		06/01/2014	Paydown		10,189	10,189	10,215	10,210		(21)		(21)		10,189			0	243	10/25/2033	1FM
576434-NV-2	MASTR ALTERNATIVE LOANS TRUST SERIES 200		06/01/2014	Paydown		15,355	15,355	16,077	15,894		(540)		(540)		15,355			0	412	04/25/2034	4FM
576434-PB-4	MASTR ALTERNATIVE LOANS TRUST SERIES 200		06/01/2014	Paydown		58	58	62	61		(2)		(2)		58			0	2	04/25/2034	1FM
576434-RH-9	MASTR ALTERNATIVE LOANS TRUST SERIES 200		06/01/2014	Paydown		6,538	6,538	6,814	6,746		(208)		(208)		6,538			0	184	06/25/2034	3FM
576434-RL-0	MASTR ALTERNATIVE LOANS TRUST SERIES 200		06/01/2014	Paydown		771	771	790	786				0		786		(15)	(15)	25	06/25/2034	1FM
58933Y-AC-9	MERCK & CO INC 1.100% 01/31/18		06/23/2014	Mitsubishi UFJ Trust Int. Ltd.		1,361,317	1,385,000	1,382,188	1,382,847		249		249		1,383,096		(21,780)	(21,780)	13,754	01/31/2018	1FE
59020U-NM-3	MERRILL LYNCH MTG INVESTORS SERIES 2004		06/01/2014	Paydown		2,083	2,083	2,092	2,091		(8)		(8)		2,083			0	18	12/25/2034	1FM
61747Y-CF-0	MORGAN STANLEY 6.000% 05/13/14		04/24/2014	Credit Suisse Securities		1,222,721	1,220,000	1,215,742	1,219,428		453		453		1,219,882		2,839	2,839	33,753	05/13/2014	1FE
64952W-BR-3	NEW YORK LIFE GLOBAL FDG SERIES 144A 1		06/26/2014	HPHC of New England Inc		658,781	660,000	658,594			186		186		658,781			0	3,135	03/01/2017	1FE
654740-AD-1	NISSAN MOTOR ACCEPTANCE SERIES 144A 1		06/16/2014	Credit Agricole Securities		991,269	995,000	992,781	993,107		200		200		993,307		(2,038)	(2,038)	13,582	03/15/2018	2FE
65476B-AD-5	NISSAN AUTO REC OWNER TRUST SERIES 2010		05/15/2014	Paydown		220,649	220,649	220,612	220,647		3		3		220,649			0	1,106	09/15/2016	1FE
65538P-AD-0	NOMURA ASSET ACCEPTANCE CORP SERIES 2007		06/01/2014	Paydown		8,149	8,149	8,149	7,896	242			242		8,138		10	10	181	03/25/2047	5FM
65584A-BJ-6	NORFOLK SOUTHERN CORP 3.000% 04/01/22		06/16/2014	Loop Capital Markets		1,979,780	2,000,000	1,978,740	1,982,030		892		892		1,982,921		(3,141)	(3,141)	42,833	04/01/2022	2FE
68403B-AE-5	OPTION ONE MORTGAGE LOAN TRUST SERIES 20		06/01/2014	Paydown		19,466	19,466	19,466	17,575	1,875	(4)		1,871		19,446		20	20	296	03/25/2037	4FM
713448-CE-6	PEPSICO INC 0.700% 02/26/16		06/23/2014	Mizuho Securities		861,256	860,000	859,699	859,781		48		48		859,830		1,426	1,426	5,000	02/26/2016	1FE
75970N-BD-8	RENAISSANCE HOME EQUITY LOAN T SERIES 20		06/01/2014	Paydown		5,973	5,973	5,881	5,927		46		46		5,973			0	121	11/25/2035	1FM
759950-CT-3	RENAISSANCE HOME EQUITY LOAN T SERIES 20		06/01/2014	Paydown		16,129	16,129	16,081	16,077		(1)		(1)		16,076		53	53	336	07/25/2034	1FM
76110G-2Y-6	RESIDENTIAL ACCREDIT LOANS INC SERIES 20		06/01/2014	Paydown		44,420	44,420	44,371	44,280		139		139		44,420			0	935	12/25/2032	1FM
76110W-WG-7	RESIDENTIAL ASSET SECURITIES SERIES 2004		06/01/2014	Paydown		29,762	29,762	29,757	29,718		44		44		29,762			0	547	03/25/2034	1FM
776696-AF-3	ROPER INDUSTRIES INC 2.050% 10/01/18		06/16/2014	Citigroup Global Markets		893,962	895,000	893,129	893,298		158		158		893,456		506	506	13,098	10/01/2018	2FE
784657-AE-8	SSIF NEVADA LP SERIES 144A 0.927% 04/1		04/14/2014	Maturity		1,000,000	1,000,000	1,000,000	1,000,000				0		1,000,000			0	4,739	04/14/2014	1FE
80282D-AC-6	SANTANDER DRIVE AUTO RECEIVABL SERIES 20		05/15/2014	Paydown		32,599	32,599	32,597	32,599				0		32,599			0	212	11/17/2014	1FE
854403-AA-0	STANFORD UNIVERSITY 3.625% 05/01/14		05/01/2014	Maturity		865,000	865,000	864,092	864,871		129		129		865,000			0	15,678	05/01/2014	1FE
857477-AE-3	STATE STREET CORP 4.300% 05/30/14		05/30/2014	Maturity		185,000	185,000	184,824	184,972		28		28		185,000			0	3,978	05/30/2014	1FE
863576-CE-2	STRUCTURED ASSET SECURITIES SERIES 2005		06/01/2014	Paydown		9,938	9,938	9,723	9,790		11		11		9,801		137	137	189	05/25/2035	1FM
87316Y-AC-5	TXU ELECTRIC DELIVERY TRANS CO SERIES 20		05/15/2014	Paydown		63,662	63,662	64,992	63,936		(274)		(274)		63,662			0	1,684	05/15/2018	1FE
88166H-AD-9	TEVA PHARMA FIN IV LLC 2.250% 03/18/20		06/23/2014	Pershing & Co		721,300	740,000	739,667	739,690		22		22		739,711		(18,411)	(18,411)	12,811	03/18/2020	1FE
92343V-BF-0	VERIZON COMMUNICATIONS 1.100% 11/01/17		06/16/2014	Credit Suisse Securities		919,965	930,000	928,028	928,470		182		182		928,652		(8,686)	(8,686)	6,451	11/01/2017	2FE
92922F-TZ-1	WASHINGTON MUTUAL SERIES 2004-CB2 CLASS		06/01/2014	Paydown		4,670	4,670	4,827	4,784		(114)		(114)		4,670			0	126	08/25/2034	3FM
929766-7G-2	WACHOVIA BANK COMM MTG TRUST SERIES 2005		06/01/2014	Paydown		14,621	14,621	16,042	15,035		(414)		(414)		14,621			0	322	10/17/2044	1FM

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Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF JUNE 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter								
1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year	
			NONE					
8699999 Total Cash Equivalents					0	0	0	